

## **EXHIBIT 45**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**IN RE METHYL TERTIARY BUTYL ETHER  
PRODUCTS LIABILITY LITIGATION**  
-----X

**Master File C.A. No. 1:00-1898  
MDL 1358 (SAS)  
M21-88**

**This document relates to the following case:**

*City of Lowell v. Amerada Hess Corp., et al.,*  
No. 05-cv-4018  
-----X

**STIPULATION AND ORDER OF DISMISSAL UNDER FED. R. CIV. P. 41**

The Plaintiff and the Settling Defendants Lyondell Chemical Company and Equistar Chemicals, LP (the "Lyondell Defendants") (collectively, the "Parties") have advised the Court that they have resolved the matters between them and agreed to the entry of this Stipulation and Order of Dismissal of the claims against the Lyondell Defendants as indicated by the signature of the respective counsel below. This Court finds that this Stipulated Order of Dismissal should be entered, with the findings included below:

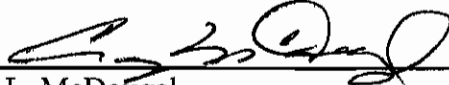
IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED as follows:

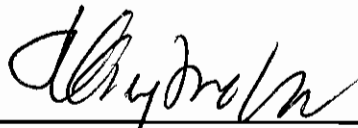
1. This Court has jurisdiction over the Parties to this Stipulation and over the subject matter of this action. The Parties to this Stipulation have advised the Court of their agreement to settle this matter pursuant to a Settlement Agreement, a Release, and this Stipulated Order of Dismissal.
2. The Parties to this Stipulation consent to the dismissal of this action as to the Lyondell Defendants only, including all claims and counterclaims, with prejudice.
3. Each party shall bear its own costs and attorneys' fees.

AGREED TO AND ACCEPTED BY:

Dated: June 15, 2009

Dated: June 17, 2009

  
Cary L. McDougal  
Scott Summy  
Carla M. Burke  
**BARON & BUDD, P.C.**  
3102 Oak Lawn Avenue, Suite 1100  
Dallas, Texas 75219-4281  
Telephone: (214) 523-6267  
Facsimile: (214) 520-1181  
cmcdouga@baronbudd.com  
ssummy@baronbudd.com  
cburke@baronbudd.com

  
Alan J. Hoffman  
Jeffrey S. Moller  
John J. DiChello  
**BLANK ROME LLP**  
One Logan Square  
18<sup>th</sup> and Cherry Streets  
Philadelphia, Pennsylvania 19103  
Telephone: (215) 569-5500  
Facsimile: (215) 832-5505  
hoffman@blankrome.com  
moller@blankrome.com  
dichello@blankrome.com

  
Robert J. Gordon  
Robin L. Greenwald  
**WEITZ & LUXENBERG, P.C.**  
180 Maiden Lane, 17<sup>th</sup> Floor  
New York, New York 10038-4925  
Telephone: (212) 558-5505  
Facsimile: (212) 558-5500  
rgordon@weitzlux.com  
rgreenwald@weitzlux.com

*Attorneys for Defendants,  
Lyondell Chemical Company and Equistar  
Chemicals, LP*

*Attorneys for Plaintiff, City of Lowell*

SO ORDERED:

Dated: \_\_\_\_\_ 2009

\_\_\_\_\_  
The Honorable Shira A. Scheindlin  
United States District Judge